Scott A. Edelman (SE-5247)
Daniel M. Perry (DP-6966)
MILBANK, TWEED, HADLEY & McCLOY, LLP
1 Chase Manhattan Plaza
New York, NY 10005-1413
(212) 530-5000

Counsel for Compass Financial Partners LLC and Compass USA SPE LLC

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

CCM PATHFINDER GRAMERCY,)	
LLC)	Case No: 08 Civ. 5298 (JSR)
)	
Plaintiff,)	
)	
-against-)	SUPPLEMENTAL DECLARATION OF
)	GABRIEL WEAVER IN SUPPORT OF
COMPASS FINANCIAL PARTNERS)	COMPASS'S MOTION FOR TRANSFER
LLC and COMPASS USA SPE LLC,)	OF VENUE TO UNITED STATES
)	DISTRICT COURT FOR THE DISTRICT
Defendants.)	OF NEVADA

I, Gabriel Weaver, declare as follows:

I am duly licensed to practice law in the States of New York and California, and in the United States District Court, Southern District of New York. I am an associate with the law firm of Milbank, Tweed, Hadley & McCloy LLP, ("Milbank"), counsel for Compass USA SPE LLC, and its servicer, Compass Financial Partners LLC (together, "Compass"). I submit this supplemental declaration in support of Compass's Motion for Transfer of Venue to United States District Court for the District of Nevada. I have personal knowledge of the facts stated in this declaration and, if called upon to do so, would testify competently thereto at trial.

- 2. Attached hereto as Exhibit 1 is a true and correct copy of a spreadsheet Pathfinder provided to Compass, listing the dates it received assignments of beneficial interests from Direct Lenders in each of the loans at issue.
- 3. Attached hereto as Exhibit 2 are true and correct copies of proofs of claim filed in Bankruptcy Court for the District of Nevada Case No. BK-S-06-10725 (LBR), by "ALAN SIMON & CAROL SIMON TTEES OF THE SIMON FAMILY TRUST 2000" and "LARRY APIGIAN & LEONA APIGIAN HWJTWROS."

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21st day of July, 2008 in Los Angeles, California.

Gabriel Weaver

Exhibit 1

Name_Index	Investment1	Closing Date	
April 10. '07			Bay Pompano
Bolino	\$75,000	12/21/2006 *	
Dickinson	\$100,000	12/21/2006 *	
Magrisi and Dickinson	\$50,000		
Dietzman	\$50,000	12/21/2006	
Eichhorn	\$100,000	12/21/2006	
Натт	\$50,000	12/21/06	
Hayward	\$100,000	12/21/2006 *	
Quinn	\$50,000	12/21/06	
Samuels	\$100,000	12/21/2006 *	
Sapourn Legacy	\$150,000	12/21/2006 *	
Sargent	\$50,000		
First Savings	\$50,000	12/21/2006	
Vivero	\$50,000	12/21/2006 *	
Cady	\$100,000	12/29/06	
Cecil	\$50,000	12/29/06	
Dean	\$50,000	12/29/06	
Harding	\$50,000	12/29/06	
Kovacs	\$100,000	12/29/06	
Labadia	\$50,000	12/29/06	
LeMar	\$50,000		
Nogaim	\$50,000	_	
First Savings	\$50,000	1/9/07	
AIG Limited/Alves	\$100,000	1/12/07	
Barbells	\$50,000	1/12/07	
Chelew	\$100,000	1/12/07	
Sierra West	\$50,000	1/12/07	
Herdman	\$50,000	1/12/07	
Markwell	\$50,000	1/12/07	
Sterling	\$50,000	1/12/07	
Addy	\$50,000	1/16/07	
Casebolt	\$50,000	1/16/07	
Goehner	\$65,000	1/16/07	
Goldman	\$100,000	1/16/07	
Melvin	\$100,000	1/16/07	
Shope	\$50,000	1/16/07	
Sigmen	\$200,000	1/16/07	

Wahl	\$60,000	1/16/07		
Flannery	\$50,000	1/22/07	Bay Pompano	
Gladstone-Katz	\$150,000	1/22/07		
Brening	000'05\$	1/29/07		
Christ	000'05\$	1/29/07		
Godfrey	\$100,000	1/29/07		-C
Woldorsky	\$150,000	1/29/07		as
Jellison	\$50,000	2/16/07		e 1
Di Meo	\$50,000	2/23/07		:08
Archer	\$50,000	3/9/07		3 - 6
Busse	\$75,000	3/9/07		V- 0
Eyre	\$50,000	3/9/07		52
Fine	\$50,000	3/9/07		98
Goldenthal	\$100,000	3/9/07		JS
Guptail	\$50,000	3/9/07		R
Trepp	000'06\$	3/9/07		
Rothberg	\$100,000	3/12/07		Do
Vrbancic	\$50,000	3/12/07		cur
Ayers	\$50,000	3/15/07		ne
Halseth	\$200,000	3/15/07		nt 2
Lamph	\$370,000	3/30/07		24
May 8, '07				2
Kohler	\$100,000	4/16/07		
Jenkins	\$200,000	5/8/07		ile
June 11, 107				d 0 7
Jenkins	\$75,000	5/10/07		7/2
Cadwallader	\$50,000	5/10/07		1/2
Martineau	\$50,000	5/16/07		908
Singer	\$50,000	6/12/07		3
July 16, '07				P
Bay 370 Vreeland	\$50,000	6/12/07		ag
Bay 387 Zavosh	\$50,000	6/12/07		e 3
Bay 94 DeHart/Hooks	\$100,000	6/14/07		of
Bay 39 Bonfiglio	\$100,000	6/20/07		8
Bay 205 Kreykes	\$100,000	6/20/07		
Bay 165 Harshman	\$100,000	6/20/07		
Bay 82 Dahlke	\$50,000	6/20/07		
Bay 372 Wade	\$50,000	6/22/07		

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	Bay Po									N.Sa									
7	_					2	2	2			2								
6/26/07	7/2/07	7/2/07	2/6/07	7/6/07		10/2/07	10/29/07	10/29/07	10/29/07		10/29/07								
0	0	0	0	0	a server a	0	0	0	0		0								
\$100,000	\$50,000	\$100,000	\$85,000	\$50,000		\$200,000	\$50,000	\$50,000	\$50,000		\$50,000	\$6,445,000							
												8							
													NAME OF THE OWNER, OF						
(0		0									ē			Debt erica					
P Davi	ster LP	aylorG	ylor IR/	ffanelli			is	is	gen		schneic			d from n of An					
Bay 90 S & P Davis	Bay 207 Jester LP	Bay 348 KTaylorGo	Bay 347 Taylor IRA	Bay 360 Tuffanelli	Oct. 4, '07	â	Bay 85 Davis	Bay 87 Davis	Bay 385 Yegen	May 13, '08	Bay 317 - Schneider			*Purchased from Debt Acquisition of America					
Bay	Bay	Bay	Bay	Bay	8	Wara	Bay	Bay	Bay	N E	Bay	ë		*Pu Acq]				

Document 24-2

Name_Index	Invest Amt	Closing Date
June 11, '07		
Alves	\$ 50,000	5/23/07
Simmtex	100,000	5/23/07
First Savings of DeMaine	50,000	5/23/07
Deull	50,000	5/23/07
Gittelman	50,000	5/23/07
Hecker/Rosenfield	50,000	5/23/07
Huppi	50,000	5/23/07
Leaf	50,000	5/23/07
Lundin	100,000	5/23/07
First Savings of McLaws	55,000	5/23/07
Mehler	75,000	5/23/07
Shah	50,000	5/23/07
Thompson	200,000	5/23/07
Терр	100,000	5/23/07
Wright	50,000	5/23/07
Yonai	50,000	5/23/07
Postigo	85,000	5/25/07
Campbell	100,000	5/29/07
Lenk	50,000	5/30/07
Apigian	50,000	6/8/07
Fuller	50,000	6/8/07
	50,000	6/8/07
Molitch (Marilyn and Matthew)	75,000	6/8/07
Robbins	50,000	6/8/07
Stein Debart/Uselse	75,000	6/13/07
Dehart/Hooks	50,000	6/13/07
Dunton	· ·	
Marshall	50,000	6/13/07
Sailon	50,000	6/13/07
Schultz	50,000	6/13/07
Simon	50,000	6/13/07
Sparks	50,000	6/13/07
Eames	50,000	6/14/07
Still	50,000	6/14/07
Stimpson	50,000	6/14/07
Kostechko	100,000	6/19/07
Bonofiglio	100,000	6/20/07
Denny	72,000	6/20/07
Gehle	50,000	6/20/07
Miller	50,000	6/20/07
Rogers	60,000	6/20/07
Trepp	50,000	6/20/07
Ezra	75,000	7/2/07
Corley	75,000	7/2/07
July 16, '07 Update		7/0/07
Salvatore Capodici & Mary Capodici	\$ 100,000	7/2/07
First Savings Bank Custodian For Ellis L. Elgart IRA	50,000	7/2/07
George Minar & Virginia Minar	50,000	7/2/07
Bunny C. Vreeland	50,000	7/2/07

Gramercy Ct

	275 000	7/10/07
Eugene W. Cady & Sandra L, Cady	275,000	7/10/07
First Savings Bank Custodian For Howard Molitch IRA	68,000	7/10/07 7/11/07
Celso Acosta Gail Hodes	50,000 50,000	7/11/07
Houghton Dental Corp Profit Sharing Plan for benefit of Geraldine Houghton	100,000	7/11/07
William J. Ovca Jr. Trustee of the Ovca Associates Inc. Defined Pension Plan	75,000	7/11/07
KTaylorGO Investments LTD a Texas company	100,000	7/11/07
INTERPOLITION INVESTMENTS ETD a Yexas company	100,000	7711101
Robert M. Taylor & Lettie Ladelle Taylo	50,000	7/11/07
Aug. 1, '07 Update		
Evie Dean Trustee of the Evie Dean 2000 Trust dated 12/12/00	\$ 50,000	7/24/07
Evelyn Matonovich Trustee of the Matonovich Family Trust dated 5/16/73 (KWA31	50,000	7/24/07
Evelyn Matonovich Trustee of the Matonovich Marital Trust UAD 1/25/77	70,000	7/24/07
Yankee Holdings LLC an Arizona corporation	50,000	7/30/07
Oct. 4 '07 Update		
Gram 22 Jerome Block	\$ 50,000	8/21/2007
Gram 121 Gayle Hall	50,000	8/21/2007
Gram 180 Robert Levy and Renee Levy	50,000	9/20/2007
Gram 218 Douglas O'Herron	50,000	8/21/2007
Gram 224 Sierra Health Services	1,000,000	9/19/2007
Gram 140 Hobbs	55,000	10/3/2007
Gram 314 Walter	50,000	10/3/2007
Gram 302 Urban	50,000	10/3/2007
Gram 105 Susan Gackenbach	200,000	10/3/2007
May 13, '08 Update		
Gram 45 Thomas Clarke	50,000	10/16/2007
Gram 74 Heidi Dixon	60,000	10/16/2007
Gram 106 David Gackenbach	150,000	11/9/2007
Gram 113 Gladstone-Katz	100,000	11/9/2007
Gram 146 Hilary Huffman	50,000	1/3/2008
Gram 216 Olga O'Buch	50,000	1/3/2008
Gram 77 Glenn Donahue	50,000	2/19/2008
Gram 163 Evelyn Kitt	50,000	2/19/2008
Gram 76 Michael Donahue	50,000	3/17/2008
Total:	\$ 6,200,000	
	,	
Total:		

	Case Name divide 298-JSR	Document 24-2	Intringent 40/77/121/2008	Page Vlosing Date
May 8, '07				
AIG		\$	50,000	2/1/07
Rothberg		· · · · · · · · · · · · · · · · · · ·	50,000	
Surber			50,000	
Gackenbach			100,000	
Houston			100,000	
Jellison			50,000	
Jones			50,000	
Shier Chickering	9		50,000	
Barish/Simmex	9		50,000	
Woldorsky			50,000	
First Savings (J	ellison)		60,000	
Halseth	ellisori)		100,000	
			2,000,000	
Helms, Terry				
Miller			50,000	·····
Raker			50,000	
Carsten			80,000	
PLB			65,000	
Schultz			50,000	
Brice			50,000	
Prakelt			50,000	
Kohler			75,000	
Lifton			50,000	
Trager			100,000	
Coffin			50,000	· · · · · · · · · · · · · · · · · · ·
Doerr			85,000	
Olds			50,000	4/20/07
Spencer			60,000	4/20/07
Threlfall			100,000	4/20/07
Yonai			75,000	4/20/07
Shackelford			50,000	4/20/07
First Savings (S	Sharp)		50,000	4/23/07
Area 2			50,000	5/1/07
Collins			50,000	5/1/07
Henningsen			50,000	5/1/07
Gerwin			330,000	5/2/07
Heinen			100,000	·
Herrman			50,000	
Kiven			50,000	· · · · · · · · · · · · · · · · · · ·
Tysseling			100,000	
Cadwallader			50,000	5/4/07
Elgart			50,000	5/4/07
Oldham			50,000	5/4/07
First Savings (S	Shelley)		75,000	
Graham			50,000	
Greenberg			50,000	
Halfter			50,000	
Stryks Shaw			50,000	
Virga			50,000	·
Cohen			50,000	

Kebble Case 1:08-cv-05298-JSR Doc	ument 24-2 Filed 07/21/2059000	Page 8 of /8/07
Flood Palm Ha	arbor Purchase Report 50,000	
Keith	150,000	5/8/07
Hagberg	100,000	5/8/07
Campbell, Bob	70,00	5/8/07
Klevay	50,00	5/14/07
Rafferty	50,00	5/15/07
Kwiatkowski	50,00	5/16/07
June 11, '07		
Ferguson	\$ 50,00	5/10/07
Stater Family LP	300,00	0 5/10/07
Dahlke	50,00	0 5/12/07
Voglis	50,00	0 5/17/07
Martineau	50,00	0 5/17/07
Routsis	50,00	
Rieger	50,00	
Haider	50,00	0 5/21/07
Willett	50,00	
Geisser	50,00	
July 16, '07		
Palm 167 Dehart	\$ 100,00	0 6/14/07
Palm194 Mineconzo	50,00	0 7/2/07
Palm280 KTaylorGo	100,00	0 7/2/07
Palm169 Kreykes	50,00	0 7/2/07
Palm173 Lampert	60,00	0 7/2/07
Palm 110 Ghidossi	55,00	0 7/18/07
Aug. 1, '07		
Palm 2 Liberty Resource Management, Corp	\$ 200,000	7/16/07
Oct. 4, '07		
Palm 1 Acosto	\$ 50,000	8/1/2007
Palm 65 Davis Investments	300,000	9/17/2007
Palm 241 Romonoski	65,000	9/17/2007
Palm 308 Zenor	50,000	10/11/2008
Palm 224 Pidgeon	100,000	10/11/2008
Palm 36 Burlingame	70,000) 10/11/2008
May 13, '08		
Palm 55 Iris Corley	50,000	1/28/2008
Palm 254 Ryan Shane and Tracy Benson- Shane	50,000	1/28/2008
Palm 54 Billy James Corley	50,000	2/19/2008
Palm 106 Thorton Garth	50,000	3/26/2008
Palm 249 Irwin Schneider	50,000	4/10/2008
Total:	\$ 8,025,000	

Exhibit 2

Creditor: (2861460) LARRY APIGIAN & LEONA APIGIAN HWJTWROS 172 WOODLAND RD GOLDENDALE WA 98620

Claim No: 1962 Filed: 01/12/2007 Entered: 01/12/2007 Status: Filed by: CR

Entered by: BMC GROUP, INC.

Modified:

Unsecured claimed: \$178150.36
Secured claimed: \$178150.36
Total claimed: \$356300.72

History:

 $\underline{1962-1}$ 01/12/2007 Claim #1962 filed by LARRY APIGIAN & LEONA APIGIAN HWJTWROS ,

total amount claimed: \$356300.72 (BMC GROUP, INC.)

Description:

Remarks: (1962-1) Original Proof of Claim received at BMC on 1/10/2007.

FORM B10 (Official Form 10) (10/05)			
United States Bankruptcy Court	Dist	RICT OF Nevada	PROOF OF CLAIM
Name of Dethor USA Commercial Mortgage Compa		06-10725-LBR	_
NOTE: This form should not be used to make a claim for an administ of the case. A "request" for payment of an administrative expense ma	istrative expenses	nee arising after the commencement sursuant to 11 U.S.C. § 503.	
Name of Creditor (The person or other entity to whom the debtor owes money or property): Larry Apibian & Leona Apibian, husband wife, as Joint Tenants with ROS	else h your giving	the box if you are aware that anyone has filed a proof of claim relating to claim. Attach copy of statementing particulars. The box if you have never received any control of the box if you have n	
Name and address where notices should be sent: 172 WOOD LAND RO BOLDENDALE WA 98600	notice case. Chec address	es from the bankruptcy court in this. It box if the address differs from the eas on the envelope sent to you by	
Telephone number: (509) 773 - 6901 Last four digits of account or other number by which creditor identifies debtor:	Chec	court. ck here replaces replaces a previously f	
1. Rasis for Claim Goods sold Services performed Money loaned Personal injury/wrongful death		Retiree benefits as defined in Wages, salaries, and comper Last four digits of your SS # Unpaid compensation for se from	n 11 U.S.C. § 1114(a) nsation (fill out below) #: ervices performed
Taxes See Exhibit A Other Date debt was incurred: Jan, 2004	3.	(Oate) If court judgment, date obtain	
Unsecured Nonpriority Claim s 178,150,36 Check this box if: a) there is no collateral or lien securing yo b) your claim exceeds the value of the property securing it, or if c) only part of your claim is entitled to priority.	our claim, or) none or	a right of setoff). Brief Description of Collat	
Unsecured Priority Claim Check this box if you have an unsecured claim, all or part of entitled to priority.		Value of Collateral: \$ Amount of arrearage and other of	or Vehicle Other———— Unknown harges at time case filed included in
Amount entitled to priority \$	i	secured claim, if any: \$ 3,1	50.36
Specify the priority of the claim: Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) (a)(1)(B)	or _	Up to \$2,225° of deposits toward or services for personal, family, or § 507(a)(7).	purchase, lease, or rental of property household use - 11 U.S.C.
(a)(1)(B) Wages, salaries, or commissions (up to \$10,000),* earned with days before filing of the bankruptcy petition or cessation of the debusiness, whichever is earlier - 11 U.S.C. § 507(a)(4). Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).	btor's +An	Taxes or penalties owed to govern Other - Specify applicable paragra mounts are subject to adjustment on with respect to cases commenced of	4/1/07 and every 3 years thereafter
5. Total Amount of Claim at Time Case Filed:		178,150.36 178,150.36	178,150.36
Check this box if claim includes interest or other charges in an interest or additional charges.	_	(unecured) (secured)	(priority) (Total)
 Credits: The amount of all payments on this claim has bee making this proof of claim. Supporting Documents: Attach copies of supporting documents, invoices, itemized statements of running accounts, contagreements, and evidence of perfection of lien. DO NOT SE 	<i>uments</i> , such ntracts, court END ORIGII	as promissory notes, purchase i judgments, mortgages, security INAL DOCUMENTS. If the	THIN SINCE IS HIR COURT USE ONLY
documents are not available, explain. If the documents are vol 8. Date-Stamped Copy: To receive an acknowledgment of the			
addressed envelope and copy of this proof of claim. Date Sign and print the name and title, if any, o file this claim (attach copy of power of att			1
1/9/2007 \ mani	Leo	na Osiaien	

Larry Apician + LEONA Apician, husband + wife as joint tenents with right of survivorship

EXHIBIT A

To Proof Of Claim

A. Amount Of Claim

Total Amount Invested With USA Commercial Mortgage: 216,666.67
 Interest Due From March 1, 2006 through April 12, 2006: 3,150.36
 Minus total amount of previously filed A-4 claims by Debtor for Diverted Principal: 41,666.67

4. TOTAL CLAIM
(line 1 plus (+) line 2 minus (-) line 3):

178, 150. 36

B. Basis of Claim

This Proof of Claim is intended to cover claims for the following:

- a. breach of fiduciary duties that have resulted in the erosion of principal investments and the value of collateral based on triggering of default rate interest rates, late fees, foreclosure costs and fees, maintenance expenses, marketing expenses and market conditions:
- b. fraudulent misrepresentations related to the value of collateral, and the failure to disclose insider involvement in loans, which have resulted in the erosion of principal investments and the value of collateral;
- c. unpaid interest on investments;
- d. any prepetition claims against the Debtor related to, or arising our of, what has been labeled by this Court as Prepaid Interest; and
- e. improperly levied prepetition loan serving fees and collection fees (in some, but not all, cases).

¹This Proof of Claim is not intended to amend or replace previously filed Claims for Diverted Principal (the "Diverted Principal Claim"). This Proof of Claim sets forth additional claims unrelated to Diverted Principal. The total amount of this creditor's claim is equal to the total of the two Proofs of Claim (the Diverted Principal Claims filed by the Debtor, plus this Proof of Claim).

²Because it is presently impossible to accurately calculate the total value of all collateral for this claim, the total claim amount is being submitted as <u>both a secured and unsecured claim</u> in order to fully preserve, protect and assert any and all claims to the extent they be either secured or unsecured.

LARRY APIGIAN & LEONA APIGIAN, husband + wife, as Joint Tenants with right of survivorship EXHIBIT B

To Proof Of Claim

Attached are Loan Statements in support of this claim.



4484 S. Pecos Rd. Las Vegas NV 89121 For questions regarding your statement please contact us at 1-888-921-8009 or 702-734-2400

Statement Information

Influid Industrial Ind

Page Count	1
Statement As Of	02/28/2006
Payment Method	Direct Deposit

Payment Summary

Account Lany	Apigian & Leona A	nigian, husband & wife, as	joint tenants with right of survivorship
Total Investments	Total Principal	Total Interest Paid	Total Amount Paid
4	\$ 0.00	\$ 2,051.40	\$ 2,051.40

Transaction Detail

Transaction 1908 Prom	Date To Date	Beginning Bulance	Ending Balance	Amount Poid
Investment: Bundv Canvon Interest Payment 02/01	Original Inves 02/28/2006	stment: \$ 50,000.00 \$ 50,000.00	IR: 12.00% \$ 50,000.00	YTD Interest: \$ 1,500.01 \$ 466.67
Totals:		\$ 50,000.00	\$ 50,000.00	S 466.67
Investment: Freeway 101 Interest Payment 02/01	Original Inves 02/28/2006	tment: \$ 50,000.00 \$ 41,666.67	IR: 12.00% \$ 41,666.67	YTD Interest: \$ 1,250.01 \$ 388.89
Totals:		\$ 41,666.67	\$ 41,6 6 6.67	\$ 388.89
Investment: Gramerev Court Interest Payment 02/01	Original Inves 02/28/2006	stment: \$ 50,000.00 \$ 50,000.00	IR: 12.00% \$ 50,000.00	YTD Interest: \$ 1,500.01 \$ 466.67
Totals:		\$ 50,000.00	\$ 50,000.00	\$ 466.67
Investment: Mariton Square Interest Payment 02/01	Original Inves 02/28/2006	tment: \$ 75,800.00 \$ 75,000.00	IR: 12.50% \$ 75,000.00	YTD Interest: \$ 2,343.75 \$ 729.17
Totals:		\$ 75,000.00	\$ 75,000.00	\$ 729.17

Full Account Summary

	ALTERNATION OF THE PROPERTY.	wife, as joint tonants with right of survivorship
Total Originally Invested	Total Remaining Invested	Total YTD Interest
\$ 225,000.00	\$ 216,666.67	\$ 6,593.78

For a detailed breakdown of your statement or additional account information, please visit http://www.tdinvestments.com

Remarks: (1909-1) Original Proof of Claim received at BMC on 1/10/2007.

Filed 07/21/2008 Page 7 of 19 1 of 1

Creditor: (2860688)Claim No: 1909 Status: ALAN SIMON & CAROL SIMON TTEES Filed: 01/11/2007 Filed by: CR OF THE Entered by: BMC GROUP, INC. Entered: 01/11/2007 SIMON FAMILY TRUST 2000 Modified: ALAN SIMON & CAROL SIMON TTEES 1800 WALDMAN AVE LAS VEGAS NV 89102-2437 Unsecured claimed: \$101433.34 Secured claimed: \$101433.34 claimed: \$202866.68 Total History: 1909-1 01/11/2007 Claim #1909 filed by ALAN SIMON & CAROL SIMON TTEES OF THE, total amount claimed: \$202866.68 (BMC GROUP, INC.) Description:

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT	DISTRICT OF Nevada	PROOF OF CLAIM
Name of Dubtor USA Commercial Mortgage Compan	Case Number 06-10725-LBR	
NOTI: This form should not be used to make a claim for an add of the case. A request for payment of an administrative expense	inistrative expense arising after the commencement may be filed pursuant to II USC § 503	
Name of Creditor (The person or other entity to whom the dubtor owes money or property) Alan Simon & Carol Simon Trustees of the Simon Family Trust 2000	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Name and address where notices should be sent Alan Simon & Carol Simon ttees 1800 Waldman Ave Las Vegas NV 89102-2437	Check box if you have never received any notices from the bankruptcy court in this case Check box if the address differs from the address on the envelope sent to you by	THIS SPACE IS FOR COURT USE ONLY
Telephone number 702-387-3331 Last four digits of account or other number by which creditor	the court Check here replaces	THE SINCE IS RIK COURT USE ONLY
identifies debtor	if this claim amends a previously fil	ed claim dated
1 Rasis for Claim Goods sold Services performed ✓ Money loaned Personal injury/wrongful death Taxes ✓ Other see exhibit A	Retiree benefits as defined in Wages salaries, and compens Last four digits of your SS # Unpaid compensation for ser from	ation (fill out below)
2 Date debt was incurred April, 2002	3. If court judgment, date obtaine	d
See reverse side for important explanations Unsecured Nonpriority Claim \$ 101,433 34 Check this box if a) there is no collateral or lien securing by your claim exceeds the value of the property securing it or only part of your claim is entitled to priority Unsecured Priority Claim Check this box if you have an unsecured claim all or parentitled to priority Amount entitled to priority \$ Specify the priority of the claim Domestic support obligations under 11 U S C \$ 507(a)(1) (a)(1)(B) Wages salaries, or commissions (up to \$10,000),* carned days before filing of the bankruptcy petition or cessation of the business whichever is earlier - 11 U S C \$ 507(a)(4) Contributions to an employee benefit plan - 11 U S C \$	of which is Amount of arrearage and other chisecured claim if any \$ 1.433 Up to \$2 225* of deposits toward programmers or services for personal family or \$ 507(a)(7) Taxes or penalties owed to government within 180 Other - Specify applicable paragraph and the respect to cases commenced on the respect to cases ca	Vehicle Other nknown arges at time case filed included in 34 urchase, lease, or rental of property iousehold use - 11 U S C ental units - 11 U S C § 507(a)(8) th of 11 U S C § 507(a)() 1/1/07 and every 3 years thereafter
5 Total Amount of Claim at Time Case Filed Check this box if claim includes interest or other charges	(unsecured) (secured) n addition to the principal amount of the claim Att	101,433 34 (priority) (Total) ach itemized statement of all
interest or additional charges 6 Credits The amount of all payments on this claim has	been credited and deducted for the purpose of	THIS SPACE IS FOR COURT USE ONLY
making this proof of claim 7 Supporting Documents Attach copies of supporting dividence invoices itemized statements of running accounts, agreements and evidence of perfection of lien. DO NOT documents are not available, explain if the documents are B. Date-Stamped Copy. To receive an acknowledgment of addressed envelope and copy of this proof of claim.	ocuments, such as promissory notes, purchase contracts, court judgments, mortgages, security SEND ORIGINAL DOCUMENTS If the voluminous attach a summary the filing of your claim, enclose a stamped self-	
fije this claim (attach copy of power o	y, of the creditor or other person authorized to attorney, if any) Lucture 100	

EXHIBIT A

To Proof Of Claim

A. Amount Of Claim

4 TOTAL CLAIM (line 1 plus (+) line 2 minus (-) line 3):	\$ 101,433.342
3 Minus total amount of previously filed A-4 claims by Debtor for Diverted Principal 1	[\$ 1,164 97]
2 Interest Due From March 1, 2006 through April 12, 2006	\$ 1,433 34
1 Total Amount Invested With USA Commercial Mortgage	\$ 101,164 97

B Basis of Claim

This Proof of Claim is intended to cover claims for the following

- a breach of fiduciary duties that have resulted in the erosion of principal investments and the value of collateral based on triggering of default rate interest rates, late fees, foreclosure costs and fees, maintenance expenses, marketing expenses and market conditions,
- b fraudulent misrepresentations related to the value of collateral, and the failure to disclose insider involvement in loans, which have resulted in the erosion of principal investments and the value of collateral,
- c unpaid interest on investments,
- d any prepetition claims against the Debtor related to, or arising our of, what has been labeled by this Court as Prepaid Interest, and
- e improperly levied prepetition loan serving fees and collection fees (in some, but not all, cases)

¹This Proof of Claim is not intended to amend or replace previously filed Claims for Diverted Principal (the "Diverted Principal Claim") This Proof of Claim sets forth additional claims unrelated to Diverted Principal The total amount of this creditor's claim is equal to the total of the two Proofs of Claim (the Diverted Principal Claims filed by the Debtor plus this Proof of Claim)

²Because it is presently impossible to accurately calculate the total value of all collateral for this claim, the total claim amount is being submitted as both a secured and unsecured claim in order to fully preserve, protect and assert any and all claims to the extent they be either secured or unsecured

EXHIBIT B

To Proof Of Claim

Attached are Loan Statements in support of this claim



4484 S Pecos Rd Las Vegas NV 89121

pd except \$1.164.97 diverted

For questions regarding your statement please contact us at 1-888-921-8009 or 702-734-2400

Statement Information

fallerilderheblinderildelebeldhebbl Alan Simon 1800 Waldman Ave Las Vegas, NV 89102

Page Count	1
Statement As Of	02/28/2006
Payment Method	Direct Deposit

Payment Summary

Account Alan S	umon & Carol Simo	n Trustees of the Simon Fa	amily Trust 2000	
Total Investments	Total Principal	Lotal Interest Paid	Total Amount Paid	
3	\$ 0 00	\$ 1,400 01	\$ 1,400 01	

Transaction Detail

Transaction Type	From Date	To Date	Beginning Balance	Ending Balance	Amount Paid
Investment Bundy C	Canvon 02/01/2006	Original Investm 02/28/2006	ent \$ 50,000 00 \$ 50 000 00	IR 12 00% \$ 50 000 00	YTD Interest \$ 1,500 01 \$ 466 67
Totals			\$ 50,000 00	\$ 50,000 00	\$ 466 67
Investment Gramer Interest Payment	cv Court 02/01/2006	Original Investm 02/28/2006	ent \$ 50,000 00 \$ 50 000 00	IR 12 00% \$ 50 000 00	YTD Interest \$ 1,500 01 \$ 466 67
Totals			\$ 50,000 00	\$ 50,000 00	\$ 466 67
Investment Roam D Interest Payment	evelopment 02/01/2006	Original Investin 02/28/2006	ent \$ 50,000 00 \$ 50 000 00	IR 12 00% \$ 50 000 00	YTD Interest \$ 1,500 01 \$ 466 67
Totals			\$ 50,000 00	\$ 50,000 00	\$ 466 67

Full Account Summary

Account Alan Simon & Carol Simon Trustees of the Simon Family Trust 2000					
Total Originally Invested	Total Remaining Invested	Total YTD Interest			
\$ 150,000 00	\$ 150,000 00	\$ 4,500 03			

For a detailed breakdown of your statement or additional account information, please visit http://www.tdinvestments.com

Rec 3/13/06